

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,
STATE OF CONNECTICUT,
STATE OF IOWA,
STATE OF MARYLAND,
STATE OF MICHIGAN,
STATE OF MISSOURI,
STATE OF OHIO, and
STATE OF TEXAS,

Plaintiffs,

v.

AMERICAN EXPRESS COMPANY,
AMERICAN EXPRESS TRAVEL
RELATED SERVICES COMPANY, INC.,
MASTERCARD INTERNATIONAL
INCORPORATED, and VISA INC.,

Defendants.

Civil Action
No. 1:10-cv-04496-NGG-CLP

(Garaufis, J.)
(Pollak, M.J.)

**DESCRIPTION OF WRITTEN OR ORAL COMMUNICATIONS CONCERNING
PROPOSED FINAL JUDGMENT AND CERTIFICATION OF COMPLIANCE
WITH 15 U.S.C. § 16(g) BY MASTERCARD INTERNATIONAL INCORPORATED**

Pursuant to of Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g) (the “APPA”), MasterCard International Incorporated (“MasterCard”), by its undersigned counsel, hereby respectfully submits the following description of “any and all written or oral communications by or on behalf of [MasterCard], including any and all written or oral communications on behalf of [MasterCard] by any officer, director, employee, or agent of [MasterCard], or other person, with any officer or employee of the United States concerning or relevant to” the proposal for a consent judgment filed in this action on October 4, 2010. In accordance with the APPA, this description excludes communications made by MasterCard’s counsel of record (including counsel listed below) alone with the Attorney General or employees of the Department of Justice alone.

I. DESCRIPTION

On May 27, 2010, counsel for MasterCard and Kevin M. Murphy, Ph.D., Professor of Economics at the University of Chicago, met with employees of the Antitrust Division of the United States Department of Justice in Washington, D.C. Staff from the offices of the Attorneys General of Texas, Ohio, Maryland, Mississippi, Arkansas and Michigan listened to the meeting by telephone.

II. CERTIFICATION

MasterCard certifies that the requirements of 15 U.S.C. § 16(g) have been complied with and that the foregoing is a true and complete description of communications known to it or about which it reasonably should know, and which are required to be disclosed under 15 U.S.C. § 16(g).

Dated: New York, New York
October 14, 2010

Kenneth A. Gallo
(pro hac vice admission pending)
Paul, Weiss, Rifkind, Wharton & Garrison LLP
2001 K Street, N.W.
Washington, DC 20006-1047
Tel: (202) 223-7300
Fax: (202) 223-7420
kgallo@paulweiss.com

Noah J. Hanft
James P. Masterson
Shawn Miles
MasterCard Worldwide
Law Department
2000 Purchase Street
Purchase, New York 10577-2509

Respectfully submitted,

/s/ Andrew C. Finch
Andrew C. Finch
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Tel.: (212) 373-3000
Fax: (212) 757-3990
afinch@paulweiss.com

Keila D. Ravelo
Matthew Freimuth
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099
Tel.: (212) 728-8000
Fax: (212) 728-8111
kravelo@wilkie.com
mfreimuth@wilkie.com

Counsel for Defendant MasterCard International Incorporated